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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

SECURITIES INVESTOR PROTECTION
CORPORATION,

Plaintiff-Applicant,

v.

BERNARD L. MADOFF INVESTMENT
SECURITIES LLC,

Defendant.

In re:

BERNARD L. MADOFF,

Debtor,

IRVING H. PICARD, Trustee for the Liquidation of
Bernard L. Madoff Investment Securities LLC,

Plaintiff,

v.

LEGACY CAPITAL LTD. and KHRONOS LLC,

Defendants.

SIPA LIQUIDATION

No. 08-01789 (SMB)

(Substantively Consolidated)

Adv. Pro. No. 10-05286 (SMB)

**DECLARATION OF ERIC B. FISHER
IN SUPPORT OF KHRONOS LLC'S MOTION
TO DISMISS THE AMENDED COMPLAINT UNDER BANKRUPTCY
RULE 7012(b) AND FEDERAL RULE OF CIVIL PROCEDURE 12(b)(6)**

Pursuant to 28 U.S.C. § 1746, ERIC B. FISHER declares as follows:

1. I am a partner at Dickstein Shapiro LLP, attorneys for Khronos LLC (“Khronos”).
2. I respectfully submit this Declaration in support of Khronos’ Motion to Dismiss Under Bankruptcy Rule 7012(b) and Federal Rule of Civil Procedure 12(b)(6) (the “**Motion**”) filed in the above-captioned proceeding.¹
3. Attached as Exhibit A is a true and correct copy of the January 1, 2004 Accounting Services Agreement between Legacy and Khronos LLC (MAY0019168-174).
4. Attached as Exhibit B is a true and correct copy of Montpellier Resources Ltd. Confidential Private Offering Memorandum dated December 2004.
5. Attached as Exhibit C is a true and correct copy of the Renaissance Report (RE00004136-181).
6. Attached as Exhibit D is a true and correct copy of the November 21, 2003 email from Paul Broder (RE00000240).
7. Attached as Exhibit E is a true and correct copy of the SEC Transcript (RE00000061-207).
8. Attached as Exhibit F is a true and correct copy of the November 13, 2003 through November 14, 2003 emails among members of the Meritage Committee (RE00000001-8).
9. Attached as Exhibit G is a true and correct copy of the SEC Report.

¹ Terms undefined herein shall have the meanings set forth in the Motion.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on July 30, 2015

/s/ Eric B. Fisher

Eric B. Fisher